

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**AFFIRMATION OF CLAIMANT PETER WARD IN OPPOSITION TO  
DEBTORS' 313<sup>th</sup> OMNIBUS OBJECTION (TO RECLASSIFY PROOFS OF  
CLAIM AS EQUITY INTERESTS) DATED JUNE 4, 2012**

Peter Ward affirms under penalties of perjury as follows:

1. I was employed by Lehman Brothers from May 1994 through September 2008. Lehman Brothers terminated my employment upon the sales its brokerage operations to Barclays in September 2008.
2. Upon the termination of my employment, Lehman Brothers assured me that my termination was an "involuntary termination without cause" as that phrase is defined in the "RSU Agreements" between Lehman Brothers and employees.
3. Upon my execution of a Separation Agreement and Release dated September 15, 2008, I satisfied the "Release Requirement" set forth in the RSU Agreements.
4. Pursuant to the RSU Agreements, I recognized that I was contractually obligated to avoid engaging in any "Detrimental Activity" and that I had other ongoing contract obligations under these Agreements. *See, e.g.*, Debtors' Dec. 15 Omnibus Reply at pp. 65-68 (RSU Agreement for 2004).

5. After my entry into the RSU Agreements, including after the termination of my employment, I continued to perform all of those contractual obligations.

6. Attached hereto as Exhibit 1 is the original Proof of Claim that I filed in connection with my contract rights under the RSU Agreements. This initial Claim was assigned Claim No. 9915.

7. I was provided with this Proof of Claim form by Debtors. In the form provided, Debtors had largely completed the form, including inserting the caption, a bar code, and supplying my name and address.

8. On the attached Exhibit 1, all of the typed information was contained in the form when Debtors provided it to me. I added only my phone number, email address, the amount of the claim, \$1,966.452 (based on an "Executive Compensation Summary" provided by Lehman Brothers, which I attached), and my signature and date. The RSU portion of my claim is \$1,878,000, as shown on the Compensation Summaries. All of these documents are attached with Exhibit 1, together with Debtors' acknowledgement of receipt of the proof of claim.

9. The practice followed each year by Lehman Brothers was to provide a form stating the bonus to which I was entitled for the year, and describing the portion of the bonus that was to be reserved by Lehman Brothers pursuant to the RSU Agreement for that year.

10. I never paid tax on the portion of any bonus reserved under the RSU Agreements. For prior years, not at issue here, after my interests vested and I was permitted to draw down on my RSU account, Lehman Brothers would retain a portion in cash to pay the federal withholding tax, and then would use the balance to provide me with Lehman Brothers shares. The entire amount of the bonus was treated as ordinary income to me and was taxed at ordinary income rates. My understanding is that Lehman Brothers was entitled to a business expense deduction for the amount of this portion of the bonus, but only at the time that it was actually paid.


11. The economic substance of the RSU Agreements to me was that a portion of the bonus that had been declared for me was held back, and would be paid to me only after passage of five years, during which I was subject to ongoing contractual obligations. At no time did Lehman suggest that I had ever failed to perform any of these contractual obligations, the breach of which could result in rescission of my bonus. However, under the terms of the RSU Agreements, Lehman Brothers was not required to pay me anything from this reserved bonus, and in fact Lehman Brothers did not pay me anything, until five years after we entered into that RSU Agreement.

12. Even after vesting I was not permitted to draw down on the shares until five years after the date of the RSU Agreement. During this entire time my right to draw down on the shares was contingent on my continued performance of contract obligations. Even after I was terminated without cause, my right to draw down on the shares depended upon my continued observance of certain contract obligations.


13. Stock options issued to me by Lehman Brothers did not work in this way. Upon the grant, I received a security in the form of the stock option. The option provided me with the right to buy LBH shares at a fixed price, the exercise price. While a period of time passed before the option vested, upon vesting I could exercise the option by paying the exercise price, and I would receive LBH shares. No comparable security was issued to me under the RSU Agreement.

14. I did not pay tax on the option when granted, which I understand is due to a special provision of the Internal Revenue Code governing the taxation of options. Upon exercise of the option I was taxed on the difference between the current market price of the LBH shares at the time of exercise and the exercise price.

Affirmed under penalties of perjury on this 5<sup>th</sup> day of July, 2012

  
\_\_\_\_\_  
Peter Ward

## **EXHIBIT 1**

United States Bankruptcy Court/Southern District of New York Lehman Brothers Holdings Claims Processing Center c/o Epq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5076 New York, NY 10150-5076		PROOF OF CLAIM	
In Re: Lehman Brothers Holdings Inc., et al. Debtors.	Chapter 11 Case No. 08-13553 (JMP) (Jointly Administered)	Filed: USBC - Southern District of New York Lehman Brothers Holdings Inc., ET AL. 08-13553 (JMP) 0000009915	
Name of Debtor Against Which Claim is Held <u>Lehman Brothers Holdings Inc.</u>	Case No. of Debtor <u>08-13553</u>		
NOTICE: This form is to be used to file a claim against a debtor in a Chapter 11 case. It is not to be used to file a claim against a debtor in a Chapter 7 or Chapter 12 case. A claimant who files a claim in this case must also file a statement of interest in the claim. A claimant who files a claim in this case must also file a statement of interest in the claim. A claimant who files a claim in this case must also file a statement of interest in the claim. A claimant who files a claim in this case must also file a statement of interest in the claim.		THIS SPACE IS FOR COURT USE ONLY	
Name and address of Creditor: (and name and address where notices should be sent if different from Creditor) <u>Peter WARD</u> <u>2816 Riverside Drive</u> <u>WANTAGH, NY 11793</u> <u>peteward.mining@yahoo.com</u>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number: _____ (If known)  Filed on: _____	
Telephone number: <u>516-642-0659</u> Email Address: _____		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
Name and address where payment should be sent (if different from above) <u>SAME</u>			
Telephone number: _____ Email Address: _____			
1. Amount of Claim as of Date Case Filed: \$ <u>1,966,452</u> If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete Item 5. If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9), complete Item 6. <input type="checkbox"/> Check this box if all or part of your claim is based on a Derivative Contract.* <input type="checkbox"/> Check this box if all or part of your claim is based on a Guarantee.* *IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <a href="http://www.lehman-claims.com">http://www.lehman-claims.com</a> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on <a href="http://www.lehman-claims.com">http://www.lehman-claims.com</a> if claim is based on a Derivative Contract or Guarantee.		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim:  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input checked="" type="checkbox"/> Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( ).  Amount entitled to priority: <u>\$ 1,966,452</u>	
2. Basis for Claim: <u>Services Performed, Investment</u> (See instruction #2 on reverse side.)			
3. Last four digits of any number by which creditor identifies debtor: <u>9901</u> 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)			
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____			
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9): \$ _____ (See instruction #6 on reverse side.)			
7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary. DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		FOR COURT USE ONLY <b>FILED / RECEIVED</b>  AUG 3 1 2009  EPQ BANKRUPTCY SOLUTIONS, LLC	
Date: <u>8/20/09</u>	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. <u>Peter D. Ward</u>		
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.			

August 20, 2009

To: Lehman Brothers Bankruptcy Court

From: Peter Ward [REDACTED]

Re: Bankruptcy Claim

Attached, please find my claim from the Lehman Brothers estate. I was employed by Lehman Brothers from 1994 until the bankruptcy on 9/15/08.

My claim has 2 parts:

- 1) Deferred compensation in the form of Restricted Stock Units (RSU's) from 2004 to 2007. The total amount of this deferred compensation is \$1,878,300. Attached are my annual compensation numbers for those years.
- 2) An initial \$125,000 investment in the Lehman Brothers MLP opportunity fund most recently valued at \$88,152 prior to the bankruptcy now is given no value due to the Lehman bankruptcy.

Please contact me with any questions at (212) 526-4016 or (516) 647-0653. My email address is [peteward.mining@yahoo.com](mailto:peteward.mining@yahoo.com).

Best,



Peter D. Ward

Lehman Brothers  
2004 Total Compensation Statement

CONFIDENTIAL

Employee : Ward, Peter D.  
Division : Equities  
Hire Date : May 9, 1994

Stock Program : SVP  
Employee Id : 10005677

COMPENSATION

Compensation Type	Current - 2004
Paid Salary	\$175,000
Bonus	\$875,000
<b>TOTAL COMPENSATION</b>	<b>\$1,050,000</b>
Cross-Divisional Award	\$25,000
<b>Total Compensation Plus Awards</b>	<b>\$1,075,000</b>

EQUITY SUMMARY in USD

	Equity Component	Market Price	Discount Price	Shares
RSUs	\$226,250.00	\$85.80	\$64.35	3,515.93

Your equity award was calculated based on total compensation of \$1,075,000, where "total compensation" includes salary, bonus, and other forms of eligible compensation, including the cross-divisional award.

All terms and conditions of equity awards, including those relating to vesting and forfeiture, are subject to controlling plan documents, including the FY 2004 equity award agreements (expected to be finalized in early 2005), the Employee Incentive Plan and related Prospectus.

PAYMENT SCHEDULE

Bonus	\$875,000
Cross-Divisional Award	\$25,000
Less RSUs	(\$226,250)
<b>Total Cash Payment (Before Taxes)</b>	<b>\$673,750</b>

Payable on or about January 31, 2005

ANNUAL SALARY

Effective Fiscal Year 2005, your annual base salary will be as follows:

Current Annual Salary	\$175,000
New Annual Salary	\$200,000
Salary Change	\$25,000

Salary Adjustments will be included in the January 28, 2005 paycheck, retroactive to November 21, 2004.

Note: All bonus awards and equity awards are contingent on your being employed on the scheduled bonus award date (on or about January 31, 2005) and not having given or received notice of employment termination before that date. If you are not employed on January 31, 2005 or you have given or received notice of employment termination before that date, you will not be eligible to receive a bonus award (including any special awards) or any equity award for fiscal year 2004.

If you have any additional questions regarding your compensation or personal data, please contact your divisional HR representative. If you have any questions regarding your equity award, please contact the Compensation Department at (212) 526-8346.

Linde,S

13-Dec-04



**Lehman Brothers**  
**2005 Total Compensation Statement**

**CONFIDENTIAL**

Employee : Ward, Peter D.  
Division : Equities  
Hire Date : May 9, 1994

Stock Program : SVP  
Employee Id : 10005677

**COMPENSATION**

<u>Compensation Type</u>	<u>Current - 2005</u>
Paid Salary	\$200,000
Bonus	\$1,275,000
<b>TOTAL COMPENSATION</b>	<b>\$1,475,000</b>
Cross-Divisional Award	\$25,000
Compensation Plus Awards	\$1,500,000

**EQUITY SUMMARY in USD**

<u>RSUs</u>	<u>Equity Component</u>	<u>Market Price</u>	<u>Discount Price</u>	<u>Shares</u>
	\$375,000.03	\$126.00	\$94.50	3,968.25

Your equity award was calculated based on total compensation of \$1,500,000, where "total compensation" includes salary, bonus, and other forms of eligible compensation, including the cross-divisional award.

All terms and conditions of equity awards, including those relating to vesting and forfeiture, are subject to controlling plan documents, including the FY 2005 equity award agreements (expected to be finalized in early 2006), the Employee Incentive Plan and related Prospectus.

**PAYMENT SCHEDULE**

Bonus	\$1,275,000
Cross-Divisional Award	\$25,000
Less RSUs	(\$375,000)
Total Cash Payment (Before Taxes)	\$925,000

Payable on or about January 31, 2006

**ANNUAL SALARY**

Effective Fiscal Year 2006, your annual base salary will be as follows:

Current Annual Salary	\$200,000
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Note: All bonus awards and equity awards are contingent on your being employed on the scheduled bonus award date (on or about January 31, 2006) and not having given or received notice of employment termination before that date.

If you are not employed on January 31, 2006, or you have received notice of employment termination before that date, you will not be eligible to receive a bonus award (including any special awards) or any equity award for fiscal year 2005.

If you have any additional questions regarding your compensation or personal data, please contact your divisional HR representative. If you have any questions regarding your equity award, please contact the Compensation Department at (212)526-8346.

Linde, S  
12-Dec-05

Lehman Brothers  
2006 Total Compensation Statement  
**CONFIDENTIAL**

Employee: Ward, Peter D.  
Division: Equities  
Hire Date: 5/9/94

Employee ID: 10005677  
Stock Program: MD

**COMPENSATION**

<u>Compensation Type</u>	<u>Current - 2006</u>
Paid Salary	\$200,000
Bonus	\$1,500,000
<b>TOTAL COMPENSATION</b>	<b>\$1,700,000</b>

**EQUITY SUMMARY in USD**

	<u>Equity Component</u>	<u>Market Price</u>	<u>Discount Price</u>	<u>Shares</u>
RSUs	\$638,400.04	\$77.03	\$53.92	11,839.76

Your equity award was calculated based on total compensation of \$1,700,000, where "total compensation" includes salary, bonus, and other forms of eligible compensation.

All terms and conditions of equity awards, including those relating to vesting and forfeiture, are subject to controlling plan documents, including the FY 2006 equity award agreements (expected to be finalized in early 2007), the Employee Incentive Plan and related Prospectus.

**PAYMENT SCHEDULE**

Bonus	\$1,500,000	
Less RSUs	(\$638,400)	
Total Cash Payment (Before Taxes)	\$861,600	Payable on or about January 31, 2007

**ANNUAL SALARY**

Effective Fiscal Year 2007, your annual base salary will be as follows:

Current Annual Salary	\$200,000
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The above bonus (including equity awards and any special awards) is contingent on your remaining actively employed through the scheduled bonus award date (on or about January 31, 2007). If you are no longer actively employed on such date, or if you have received notice of employment termination, or are serving out any period of required notice of resignation through such date, you will not be eligible for a bonus or any portion of it.

If you have any additional questions regarding your compensation or personal data, please contact your divisional HR representative. If you have any questions regarding your equity award, please contact the Compensation Department at (212)526-8346.

Linde, S  
11-Dec-06

**Lehman Brothers  
2007 Total Compensation Statement**

Employee: Ward, Peter D.  
Division: Equities  
Hire Date: 5/9/94

Employee ID: 10005677  
Stock Program: MD

**COMPENSATION HISTORY**

<u>Compensation Type</u>	<u>Current - 2007</u>
Paid Salary	\$200,000
Bonus	\$1,500,000
<b>TOTAL COMPENSATION</b>	<b>\$1,700,000</b>

Total Compensation Value **\$1,973,600**

"Total Compensation" includes the notional grant-date value of the principal portion of your equity award, as described below. "Total Compensation Value" includes the notional grant-date value of the principal and discount portions of your equity award. To receive the full benefit of the equity award, including the discount portion, you must remain employed at the Firm for five years from the grant date and comply with the terms of the Equity Award Program.

**EQUITY SUMMARY in USD**

<u>RSUs</u>	<u>Equity Component</u>	<u>Market Price</u>	<u>Discount Price</u>	<u>Shares</u>
	\$638,400	\$63.47	\$44.43	14,368.67

Your equity award was calculated based on total compensation of \$1,700,000, where "total compensation" includes salary, bonus, and other forms of eligible compensation. All terms and conditions of equity awards, including those relating to vesting and forfeiture, are subject to the controlling plan documents, including the FY 2007 equity award agreements (expected to be finalized in early 2008), the 2005 Stock Incentive Plan and related Prospectus.

**PAYMENT SCHEDULE**

Bonus	\$1,500,000
Less Total RSUs	(\$638,400)
<b>Total Cash Payment (Before Taxes)</b>	<b>\$861,600</b>

Payable on or about January 31, 2008

**ANNUAL SALARY**

Effective Fiscal Year 2008, your annual base salary will be as follows:

Current Annual Salary **\$200,000**

Your rights to the bonus payment and equity awards are subject to the terms and conditions of the Firm's bonus policy and the controlling equity award documents, as applicable.

If you have any additional questions regarding your compensation or personal data, please contact your divisional HR representative. If you have any questions regarding your equity award, please contact the Compensation Department at (212) 526-8346.

Linde,S  
10-Dec-07

# Holdings

Page 1 of 1

## LEHMAN BROTHERS

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HOME	ACCOUNT	MY PROFILE	OUR FIRM
Summary	HOLDINGS	Positions	Statements & Reports

## HOLDINGS

Help with this page

Account(s): XXXXXXXXXX

View By: ☒ Asset Class ☐ Account

Asset Class: All

Pricing: Previous Business Day Close

Valuation Currency: USD United States Dollar

As Of: 14 Sep 2008 23  
(to: 01 Jan 2009)

Showing results for account 834-45381 - WARD PETER D; view by Asset Class; asset class All; pricing Previous Business Day Close; valuation currency USD; holdings are as of end of business day 12 Sep 2008

### Alternative Investments

Printer Friendly Version | Download to Excel

Sub Class	Security Identifier	Security Description	Quantity	Price	Value/Account Value	% of Account	Estimated Annual Income	Currency
Private Equity	CCAP1	Lehman Brothers Communications Capital Partners I, L.P.			27.99	0.01%		USD
Private Equity	DFE04	Lehman Brothers Diversified Private Equity Fund 2004, L.P.			74,708.15	37.10%		USD
Private Equity	LSMLP	Lehman Brothers MLP Opportunity Capital Partners L.P.			88,152.39	43.78%		USD
Private Equity	PAOH00	Lehman Brothers Partnership Account 2000/2001, L.P.			10,147.47	5.04%		USD
Private Equity	RECAP1	Lehman Brothers Real Estate Capital Partners I, L.P.			10,362.06	5.18%		USD
Private Equity	VCAP1	Lehman Brothers Venture Capital Partners II, L.P.			17,923.00	8.90%		USD
Total Alternative Investments - Long					201,341.01	100.00%		

### Cash, Cash Equivalents & Other

Sub Class	Security Identifier	Security Description	Quantity	Price	Market Value (Accrued Interest)	% of Account	Estimated Annual Income	Trading Currency
Cash Balances	Cash				3.44	0.00%		USD
Total Market Value					3.44	0.00%		
Total Cash, Cash Equivalents & Other - Long					3.44	0.00%		

We obtain pricing and foreign exchange rates from various outside sources and do not guarantee the accuracy, reliability, completeness or timeliness of this information. This information has been provided as a courtesy to you at your request and does not replace or supersede your customer account statement. In the case of any conflict, the information on your customer account statement shall control. We do not guarantee the accuracy or completeness of this information. If prices are not available for the prior business day, the price on the date indicated for each position will be used to value your position. Copyright © 2008 Lehman Brothers

*#88,152.39 missing from the MLP fund*



29 AUG 2012 PM 5:17

with Due

W 11797

RECEIVED

Epig Bankruptcy Solutions LLC

ATTN: LEAH ANN BROWNE HODGINS CLAIMS

Processing

757 3rd Avenue

3rd Floor

New York, NY 10017

